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| https://plus.google.com/u/1/_/focus/photos/public/AIbEiAIAAABDCLqd_8Xu__XKVSILdmNhcmRfcGhvdG8qKDNiZGEwODFjZDA5YTY3ZDE3ZjZhNDc1MzRkOWM4YjZlZmVkZDRhMWMwASdi_ni42GrXIsVV2R1W19SpxUUC?sz=32**From:** Lucy Archer [<mailto:lucya0104@gmail.com>]  **Sent:** Wednesday, October 22, 2014 4:03 PM **To:** [toby@pmaparkcity.com](mailto:toby@pmaparkcity.com); Tim Jones - PMA **Cc:** Robert Rosing **Subject:** SSHOA dba SSSFHOA    Hello Toby and Tim,  I am in receipt of the Revenues and Expenses Statement that PMA prepared for the SSSFHOA Board.  I was surprised to read the title on the statement:  "Silver Springs HOA, DBA Silver Springs Single Family HOA".  If the developer's HOA, established on October 3, 1979 no longer exists how can it do business as the SSSFHOA?  At the 10/14/2014 meeting attorney Robert Rosing mentioned that "just this morning I was on the Dept. of Commerce website and looked up that the SSSFHOA is a dba of the SSHOA."  I commented that was not possible.  I have talked to the Utah Dept of Commerce.  They told me that the developers SSHOA is not registered as a corporation but that the SSSFHOA is registered.  They also told me that the name registry has SSHOA registered as an entity on October 3, 1979.  And the SSSFHOA was registered as the DBA of that developers SSHOA on January 27, 2014.  Why was the  SFHOA connected to the developer's closed 1979 HOA?  What does that mean to us, the homeowners? Are we taking on liabilities and agreements the developer entered into since 1979?  Is the board doing all this just to assert the 1982 Ray Fry agreement that is Bill Noland's "prime directive" so he can pursue his interest in the underdrains?    Why did the Board enter into this partnership with an HOA that no longer exists?  Why hasn't the Board told the Homeowners?  Have the other subdivisions that are descendants of the developer's HOA also been made dba?  So many questions.  Are we, the homeowners, being set up for something?  I'd like to know what it is.  And hope to have some answers before the November 3, 2014 Reconvened Meeting.  I have talked to some folks about this new development.  I asked them if it had something to do with PMA.  No one could imagine what benefit PMA could derive from a dba for an entity that is not a functioning corporation and that no longer exists as an entity.  Can you please explain to me what knowledge you have about this development and please answer my above questions.  I look forward to a quick response.  We appreciate the good work that PMA is performing for the board.  We hope that in your actions that you remember that the board, and subsequently PMA, are to be servient to the Homeowners.  We have made it clear we are very interested in what happens in our neighborhood and want to be kept informed of matters of this nature.  We hope you understand.    Sincerely, Lucy Archer  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  **From:**Robert Rosing <[Robert@morrissperry.com](mailto:Robert@morrissperry.com)>  **Subject: FW: SSHOA dba SSSFHOA**  **Date:**October 22, 2014 at 5:31:54 PM MDT  **To:**"Rick Hovey ([rick@rhovey.com](mailto:rick@rhovey.com))" <[rick@rhovey.com](mailto:rick@rhovey.com)>    Rick,    Received this today.  Didn’t really look at it.  Let me know if you want me to review it.    Thanks,    -          Robert  Rick Hovey's profile photo **From:** Rick Hovey [<mailto:rick@rhovey.com>]  **Sent:** Monday, October 27, 2014 11:08 AM **To:** Robert Rosing **Subject:** Fwd: SSHOA dba SSSFHOA    Robert,    Thank you for the conversation today…very helpful.    Below is the note from Lucy regarding the DBA designation to our name. I think I have a picture of its intent as being a way to differentiate the SSSFHOA from all other Silver Springs entities. Question still remains as to when it was done and the purpose for it at that time. I don’t expect exhaustive research on this, just enough to answer to Lucy.    Secondly, we talked about if the Members are informed and want to drop the underdrain by way of survey, the BOT can then vote to do as the members desire and drop it, or maintain it. Is that likely how our CC&Rs would mandate in this situation?    Thank you Robert, I am not sure what I would do without your guidance.    Sincerely, *Rick Hovey*  President, Silver Springs Single Family HOA  [rick@rhovey.com](mailto:rick@rhovey.com)  [435-901-1001](tel:435-901-1001)  ­­­­­­­­­­­­­­­­­­­­­­­   |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | | **From:** Robert Rosing <[Robert@morrissperry.com](mailto:Robert@morrissperry.com)>  **Subject: RE: SSHOA dba SSSFHOA**  **Date:** October 27, 2014 at 11:56:48 AM MDT  **To:** Rick Hovey <[rick@rhovey.com](mailto:rick@rhovey.com)>  Rick,    First, just to be clear. If your [the developer’s 1979 Silver Springs East] CC&Rs and other agreements that the Association has entered into require the SS East HOA [which became the Master Association] to maintain the underdrain system, then the those documents require that maintenance.  However, the board can vote [the homeowners have voted to ignore the underdrains] make a determination, in its business judgment, that the HOA does not have the [obligation nor the responsibility] wherewithal to live up to that requirement.  If, however, the board makes this determination, that would not stop the eventual [36 years without a] lawsuit and would not shield the [Master] Association from liability. It is a gamble [to take on this liability after the homeowners have voted twice, third time on Nov 3, 2013, to ignore the underdrains].    With regard to your first question – I will try to answer.    Lucy says: I was surprised to read the title on the statement:  "Silver Springs HOA, DBA Silver Springs Single Family HOA".  If the developer's HOA, established on October 3, 1979 no longer exists how can it do business as the SSSFHOA?  ~~This is incorrect~~. The Silver Springs Homeowner’s Association ( “SSHOA”) was incorporated on October 3, 1979, and continues to [be a registered name] in good standing to this day.  The entity details can be seen here: <https://secure.utah.gov/bes/action/details?entity=726027-0140>    By looking at this page, you can also see that the 1979 developer’s Silver Springs East Homeowner’s Association is [ now] Doing Business As (D/B/A) Silver Springs Single Family Home Owner’s Association (SSSFHOA) since January 27, 2014 (bottom of page).    Luch says: I have talked to the Utah Dept of Commerce.  They told me that the developer’s SSHOA is not a functioning corporation but that the SSSFHOA is registered.    ~~This is wrong~~. I do not know who she has spoken to [Valerie Stewart 801- ]. The Department of Commerce clearly shows the SSHO as a valid non-profit corporation. [That is being maintained only as a registered name by the SSSFHOA by the likes of Lyn Cier for a decade.]    If you look at the “filed documents” by clicking on the button that says “filed documents” you can see several reinstatements. This indicates that the SSHOA corporate form was allowed to lapse several times.  This is likely because you [SSSFHOA] failed to pay the license renewal **[there were several SFHOA boards who did not think SSSF should be trying to maintain a connection to the developer’s SS East HOA and intentionally did not renew the 1979 corporation].**    It is possible that Lucy believes these lapses “destroyed” the corporation.  ~~This is not true~~. Imagine you have a company, and allow the company’s corporate status to lapse.  Does this lapse destroy the corporation’s debts and obligations?  ~~Probably not.~~ [Dissolution of the corporation is a legal process that can be accomplished, especially since the developer’s 1979 HOA/corporation owes no debts.]  Now assume that company is a homeowner’s association, made up of members who live in a property [now 13 subdivisions that each now have their separate articles of incorporation]. ~~If~~ you [can] allow the corporate form to lapse [by dissolution], ~~and reform or reinstate the corporation~~, ~~made up of exactly the same members in exactly the same place~~ [the developer’s corporation was formed for the entire 857 acre tract and ultimately 13 subdivisions, the SFHOA has no more responsibility for the developer’s HOA than any one of the other 12 HOAs do], ~~does that magically erase debts and obligations?  Absolutely not.~~ [Absolutely not a SFHOA responsibility. The developer settled all of his debts and obligations in 1986.]  —The subdivisions that emerged and are **recorded** within  **Silver Springs East** are:   **Silver Springs Townhouses** (1980),  **Silver Meadow Phase Silver Springs Townhouse Condos** (1981), **Silver Springs as Park Place Plat B** (Sept. 1991), **Meadow Wild Phase 1** (April 1980), **Meadow Spring** (April 1980), **Willowbend East Silver Springs Townhouses** (1983), **Willowbend West (originally The Village) at Silver Springs** (1984), **Quail Meadow Phase of  Silver Springs**(July 1982), **Quail Meadows II Townhomes** (1996), **The Springs** (2000), **Silver Springs Single Family** (October 1985), **Northshore Silver Springs Subdivision** (August 1989), **Little Lake at Silver Springs** (annexed into Silver Springs Single Family in 1997),  **Southshore at Silver Springs Subdivision** (1991)**.** [http://www.silverspringscommunity.com/utilities/water/underdrain-system/#east](http://www.silverspringscommunity.com/utilities/water/underdrain-system/%23east)    Lucy says: They also told me that the name registry has SSHOA registered as an entity on October 3, 1979.  And the SSSFHOA was registered as the DBA of that developer’s SSHOA on January 27, 2014.    You can see the corporate information on the DBA SSSHOA here:  <https://secure.utah.gov/bes/action/details?entity=8926368-0151>  You can see that the DBA was registered on January 1, 2014.  This means that this DBA was registered in January 2014.  Now, without knowing more, my assumption is that PMA registered this DBA because you were operating under the name SSSFHOA, not SSHOA. [Of course, they were hired by the SSSFHOA not the 1979 developer’s Silver Springs East SSHOA. PMA was out of line taking this assumptive action.]    Lucy says:  Why was the SFHOA connected by the current board to the developer's closed 1979 HOA?  ~~They appear to be one and the same.~~ Perhaps Lucy ~~falsely~~ believes that there is a “1979 Developer HOA” which terminates on turnover into the “Member’s HOA,” and that they are different.  ~~This is false~~. True.  What does that mean to us, the homeowners?  ~~It [falsely] means you appear to be the same HOA now as you were when the Developer controlled you~~ [The SSSFHOA homeowners were never a part of the Developer’s SSHOA, we were never under the control of the developer, we never paid dues to him, never voted, never served on the board, never attended his meetings. [See Dale Boschetto letter. Dale was the first SSSFHOA president from 1985 to 1989.] The SSSFHOA did not exist until the time when the developer filed bankruptcy and went into foreclosure. The SSSFHOA was formed in October 1985. ]  Are we taking on liabilities and agreements the developer entered into since 1979?  You are not “taking on liabilities.”  ~~You HAVE liabilities~~. You appear to be the SSHOA created in 1979 and, at that time, controlled by the Developer~~.  You maintain the same liabilities and obligations now that you had then~~. [The developer’s **Bylaws** (<http://www.silverspringscommunity.com/wp-content/uploads/1979-S-S-D-SSHOA-Bylaws-scanned.pdf>) and **CCRs** (<http://www.silverspringscommunity.com/wp-content/uploads/1979-07-16-Decl-CCRs-SSDev-Subdiv-E-157620.pdf>) are clearly for Silver Springs East, the entire 857 acre tract. They include voting classes, common wall language for condominiums, etc.]  Is the board doing all this just to assert the 1982 Ray Fry agreement that is Bill Noland's "prime directive" so he can pursue his interest in the underdrains?  **[No answer to this question by Rosing or the board.]**  The Board is doing nothing [Board trustees Bill Gunter and Rick Hovey registered the SSSFHOA as a DBA of the developer’s 1979 name entity. They recorded this on January 27, 2014]. The Board cannot make the current HOA a different HOA than it was previously. [Yet that is exactly what they tried to do by recording the DBA nine months ago.]    I could continue to answer her other questions, but they all appear to be variations on the same theme - the ~~mistaken belief~~ that **there was a “Developer HOA**” and **now there is a “member HOA**.”  [See the recorded documents beginning in 1979 for proof. It is understandable that Rosing cannot distinguish the existence of two HOAs since it is obvious that he did not even know that Silver Springs East existed since 1978 and that the developer intended his Bylaws and CCRs to apply to the entire tract and each of the developing 13 subdivisions ]    ~~It is possible that she simply does not understand this concept~~. [It is obvious that Rosing does not know enough about our history to understand this concept as it relates to our SSSFHOA. Dale Boschetto and Lucy Murphy Archer have lived in Silver Springs since 1982 and both served on the board from the time the SSSFHOA was formed in 1985 to 1989.] ~~If you like, I could try to explain it to her.~~  **The only other possibility is that there really is some other Silver Springs entity**, ~~but that does not appear to be the case~~ [Silver Springs East is very much that other Silver Springs entity].  I have attached the original declaration recorded in 1979. It includes the first 64 lots in phase 1 A (which is you, I believe) [- which is the first single family phase of Silver Springs East] and references that a Silver Springs Homeowner’s Association will be formed [for Silver Springs East tract].  This is what happened.    If you have further questions on this issue, or would like me to try and explain it to Lucy, please let me know.  We could invite her to our office, and have her bring all of her documents, and try to talk it out here, rather than at a meeting.  That has worked in the past.    Thanks,    -          Robert    Attachments area  [Preview attachment 1979 07 16 Original Declaration.PDF for Silver Springs East tract](https://mail.google.com/mail/u/1/?ui=2&ik=956f86436b&view=att&th=1495951ce2cb2120&attid=0.1.1&disp=safe&zw" \t "_blank)  **[On November 3, 2014 Lucy tried to explain the above to Robert Rosing but he continued to argue what the board has taken as their position [Is it an attempt to justify their furtive work on the underdrain system?] rather than opening his mind to our first hand experience and documented, recorded, proof.](https://mail.google.com/mail/u/1/?ui=2&ik=956f86436b&view=att&th=1495951ce2cb2120&attid=0.1.1&disp=safe&zw" \t "_blank)** |  | |  |  | | --- | --- | |  |  | |  | |  | | |  |  |